Neighborhood Charter Schools

**Minutes of the Meeting of the Board Trustees**

April 29, 2020

A regularly scheduled meeting of the Board of Trustees (the “Board”) of Neighborhood Charter Schools (the “Education Corporation” or “NCS”) was held on April 29, 2020 via video and phone conference. The meeting was called to order at 6:02 PM.

**Trustees Present**:

Gail Brousal

Brian Hamilton

Jefferson Hughes

Everardo Jefferson

Justena Kavanagh

Andrew Popper

Samantha Ramos

Adam Rashid

Walter Rendon

Arthur Sadoff

Cliff Schneider

Patricia Soussloff

**Trustees Absent**:

Derek Fleming

**Others in Attendance:**

Analiza Wolf

Sarah Iannucci

Claire Henderson

Victor Rios

Loretta Kleinberg

Nick Carton

Jennifer Buck

Rachel B.

Laura Rennon

Lindsey Hughes

Michael Renda

Lauren Laney

Jennifer Lindsay

*Twelve of the thirteen seated Trustees were in attendance in person and present throughout the meeting, which constituted a quorum for the transaction of business at the meeting.*

1. **Welcome and Public Comment; Election of New Trustee**

Ms. Soussloff began the meeting and invited public comment. No comments were received. Ms. Soussloff also thanked the staff for their hard work during this difficult time of remote learning. Ms. Sousloff also represented Jennifer Lindsay as a candidate for election to the Board. A discussion ensued. Following the discussion, Mr. Hughes made a motion as set forth below which was seconded by Mr. Sadoff to elect Jennifer Lindsay to the Board, and the motion was unanimously approved:

*The Board of Trustees of Neighborhood Charter Schools, having conducted a thorough criminal history record check via fingerprinting which is deemed acceptable by NYSED, and having discovered no State or federal criminal history, or having provided information regarding such history to NYSED, if found, and having verified that any academic and/or professional credential or qualification presented by the proposed member is genuine, and having reviewed the application in its entirety, has voted to select* ***Jennifer Lindsay*** *as a member to its Board of Trustees, with a term expiring on June 30, 2023, pending approval by NYSED. The resolution approving* ***Jennifer Lindsay*** *is adopted upon NYSED’s approval.*

1. **Approval of Minutes**

A motion was made by Mr. Popper and seconded by Ms. Brousal to approve the minutes from the March 25, 2020 Board meeting and was unanimously approved.

1. **Executive Director’s Report & Academic Update.**

Ms. Wolf presented a video which highlighted students and staff as connected to the mission of NCS. Ms. Wolf noted that staff are doing their best through this pandemic, but it is indeed challenging. Initiatives and programming (e.g. Diversity, Equity and Inclusion) still continue during the pandemic. Ms. Wolf confirmed that the 180 day requirement was waived through the end of the 2019-20 school year and in addition to focusing on delivering remote instruction, the team is planning for how NCS will reopen physical facilities in the fall and what protocols will be in place should there be an incident of COVID-19. With respect to technology deployed during remote learning, as of today, about 90% of scholars have the full technology required and NCS is working to secure technology for the 10% of students who still require it. 25% of NCS students are using technology that NCS purchased.

Ms. Iannuci presented an update on remote learning and shared notes from families. Teachers re working hard to connect with kids and families by providing support outside of normal school hours to address the needs of families’ schedules and in some cases, a limited technology that must be shared with parents and other students within the home. Ms. Iannuci also reported on remote learning attendance. A discussion re: remote learning ensued.

Ms. Wolf also noted that Sherita Smith will be returning from leave on May 1st and welcomed her back. It was also noted that at the May 27th Board meeting, Kimberly Santiago from NYSED’s CSO as well as a consultant will join the meeting. A brief discussion ensued.

1. **Finance Report**

Mr. Rashid presented a report on NCS’ finances, including expenditures related to COVID-19 and the provision of technology to NCS students. Mr. Rashid noted that enrollment is down since November 2019 and will remain down for the balance of this school year.

Ms. Wolf presented on plans for the FY 21 budget. Per Pupil Funding (PPF) will be flat, with the potential for further reduction depending on the State’s finances. The draft budget has been reviewed with the Finance committee. Included in the Budget are rainy day funds for technology ($683,000) and Mt. Zion renovations ($63,000). Ms. Wolf also noted that with cuts to PPF and NCS’ needs, there could be mounting deficits in each of the next 4 years based on current expense models.

With respect to Harlem facilities, Ms. Wolf led a discussion regarding Mt. Zion as temporary space. A discussion ensued re: potential deal structure. A discussion also ensued re: an expansion of programming space at 691 St. Nicholas by locating office space and the gym outside of the Building. With respect to Mt. Zion, a motion made by Mr. Hamilton and seconded by Ms. Kavanaugh to provide Ms. Soussloff and Ms. Wolf with the authority to negotiate a sublease with Education Unlimited Lyceum Charter School (the current tenant at Mt. Zion- “EULCS”) to sublet a floor at Mt. Zion for up to 25% of EULCS’ $750,000 rent for this coming school year. The motion was approved, with Mr. Schneider recusing himself from the discussion and the vote as he is legal counsel for EULCS. With respect to a long-term lease at Mt. Zion, the current proposed terms are a 30 year term at $550,000 per year in rent, with 10% increases every 5 years. The lease will be a triple net lease. A discussion ensued re: negotiating a better rent (e.g. $450,000 per year), credits for renovations performed by NCS and an ability to modify rent terms if PPF does not increase or is reduced.

With respect to the current Sublease for 691 St. Nicholas, a discussion ensued re: the current sublease rent schedule, which was inadvertently light on rent (a discount in the 2019-20 school year was applied throughout the entirety of the Term). A motion was made by Mr. Hamilton and seconded by Mr. Hughes to amend the Sublease to reflect the proper rent schedule as per the budget prepared by CSBM. The motion was unanimously approved, with Mr. Schneider recusing himself as a Trustee on the FONCS Board.

1. **Adjournment**

There being no further business, Mr. Schneider moved to adjourn and Mr. Sadoff seconded a motion to adjourn the meeting which was unanimously approved. The meeting was adjourned at 7:44 pm.

Respectfully submitted,

Cliff Schneider, Secretary

I, Cliff Schneider, the duly qualified Secretary of Neighborhood Charter Schools, a New York education corporation, do hereby certify that I prepared these Minutes, and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on April 29, 2020.

Dated: May 27, 2020